

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

Jointly Administered

CERTIFICATION OF COUNSEL

I, James S. Green, Jr., Esquire, hereby certify the following facts:

1. I am co-counsel to certain lenders under the Pre-Petition Bank Credit Facilities¹ (the “Bank Lenders”)² in the above-captioned case.

2. On April 2, 2001, the above captioned debtors in possession (the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “Court”).

3. On April 22, 2002, the Court entered an order setting March 31, 2003 as the bar date to file proofs of certain claims, including those held by the Bank Lenders.

4. On March 27, 2003, the Administrative Agent filed on behalf of the Bank Lenders and the other Lenders under the 1998 and 1999 Credit Agreements Proofs of Claim Numbers 9159 and 9168, asserting, *inter alia*, various claims under Credit Agreements Dated as of May 14, 1998 and May 5, 1999.

¹ The Pre-Petition Bank Credit Facilities include (i) that certain Credit Agreement, dated May 14, 1998, among the W.R. Grace & Co., W.R. Grace & Co.-Conn, The Chase Manhattan Bank, as Administrative Agent (“Administrative Agent”), Chase Securities Inc., as arranger, and certain Banks party thereto, and (ii) that certain 364-Day Credit Agreement, dated May 5, 1999, among the Company, W.R. Grace & Co.-Conn, Bank of America National Trust Savings Assoc., as documentation agent, The Chase Manhattan Bank, as administrative agent, Chase Securities Inc., as book manager, and certain Banks party thereto.

² The Bank Lenders include (i) Anchorage Advisors, LLC; (ii) Avenue Capital Group; (iii) Bass Companies; (iv) Caspian Capital Advisors, LLC; (v) Catalyst Investment Management Co., LLC; (vi) Citigroup Special Situations; (vii) Intermarket Corp.; (viii) JD Capital Management, LLC; (ix) JP Morgan Chase, N.A. Credit Trading Group; (x) Lehman Brothers Inc.; (xi) Loeb Partners Corporation; (xii) MSD Capital, L.P.; (xiii) Murray Capital Management, Inc; (xiv) Normandy Hill Capital, L.P.; (xv) Ore Hill Partners, LLC; (xvi) P. Schoenfeld Asset Management, LLC; and (xvii) Restoration Capital Management, LLC.

5. On June 13, 2008, the Debtors filed the Objection. The Official Equity Security Committee (the "Equity Committee") filed a joinder to the Objection on July 3, 2008, and on July 11, 2008, the Administrative Agent, the Bank Lenders and the Official Committee of Unsecured Creditors of W.R. Grace & Co., et al. (the "Creditors Committee"), filed responses to the Objection (the "Responses").

6. On June 23, 2008, the Court held a status conference regarding the Objection, and set a hearing date on the Objection for September 15, 2008, at 10:30 a.m. in Pittsburgh, Pennsylvania (the "Hearing").

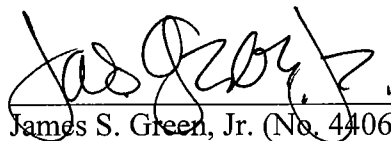
7. The Debtors, the Bank Lenders, the Creditors Committee and the Equity Committee (the "Parties"), having met and conferred, desire to enter into a pre-Hearing schedule relating to the Objection.

8. Attached as Exhibit A to the proposed Order (attached hereto as Exhibit 1) is the Stipulated Scheduling Order that evidences the Parties' agreement with respect to, *inter alia*, pre-Hearing discovery and the submission of affidavits in support of the Parties' respective positions.

9. I certify that the Parties consent to entry of the Stipulated Scheduling Order, and respectfully request that the Court enter an Order in the form attached hereto as Exhibit 1 approving the Stipulated Scheduling Order at its earliest convenience.

Dated: August 7, 2008

LANDIS RATH & COBB LLP



James S. Green, Jr. (No. 4406)
919 Market Street, Suite 600
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450

Counsel to the Bank Lenders